

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2051

LISTED April 27th, 1960
5,000,000 shares of \$1.00 par value
Ticker abbreviation "CTM"
Dial ticker number 1.3
Post section 400

TORONTO STOCK EXCHANGE

LISTING STATEMENT

MAY 10 1960

CANADA TUNGSTEN MINING CORPORATION LTD.

Incorporated under Part IV of the Corporations Act, 1953.
of Ontario by Letters Patent dated July 31, 1959.

1. Address of the Company's Head Office and of any other offices:

Room 225, 12 Richmond Street East, Toronto, Ontario.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President and General Manager	Karl John Springer	4 Robinwood Ave., Toronto, Ontario	Prospector
Vice-President	Joseph Maurice Richard Corbet	500 Avenue Road, Toronto, Ontario	Mining Company Executive
Secretary-Treasurer	Frederick Earl Hall	232 Martin Grove Rd., Islington, Ontario	Accountant
Assistant Secretary-Treasurer	John David Munroe	1337 Mathers Ave., West Vancouver, British Columbia	Accountant

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
Karl John Springer	4 Robinwood Ave., Toronto, Ont.	Prospector
Joseph Maurice Richard Corbet	500 Avenue Road, Toronto, Ont.	Mining Company Executive
James Botterell Redpath	339 Riverview Drive, Toronto, Ont.	Mining Engineer
Henry Stewart McGowan	21 Dale Avenue, Toronto, Ont.	Mining Engineer
Joseph John Rankin	500 Avenue Road, Toronto, Ont.	Mining Company Executive
Desmond Fife Kidd	5816 Kingston Road, Vancouver, B.C.	Mining Geological Engineer
John Black Aird	2 Glenallan Road, Toronto, Ont.	Queen's Counsel

4. Names and addresses of all transfer agents:

Chartered Trust Company, 34 King Street West, Toronto 1, Ontario.

5. Particulars of any fee charged upon transfer other than customary government taxes:

50 cents per certificate

6. Names and addresses of all registrars:

Chartered Trust Company, 34 King Street West, Toronto 1, Ontario.

7. Amount of authorized capital: \$5,000,000.00

8. Number of shares and par value: 5,000,000 Common Shares of the Par Value of \$1.00.

9. Full details of all shares issued in payment for properties or for any other assets other than cash:

Date	Number of Shares	Brief Description
August 1959.....	1,000,000	68 Mining Claims—namely, Claim Numbers WO 1 to WO 11 inclusive; CED 1 to CED 50 inclusive; CED 59 to CED 61 inclusive and CED 67 to CED 70 inclusive, situate in the Mackenzie Mining Division of the Northwest Territories, Canada, in the general vicinity of Latitude 61 degrees 50 Minutes North, Longitude 128 degrees, 10 Minutes West, on the west side of the Flat River, approximately 12 miles southeast of Flat Lakes.

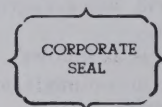
Total.....1,000,000

10. Full details of all shares sold for cash.	<table><tr><th>Date</th><th>No. of Shares</th><th>Price per Share</th><th>Amount realized by Company</th></tr><tr><td>August, 1959.....</td><td>7</td><td>\$1.00</td><td>\$ 7.00</td></tr><tr><td>August, 1959.....</td><td>1,000,000</td><td>.12½</td><td>125,000.00</td></tr><tr><td>January, 1960.....</td><td>91,740</td><td>1.25</td><td>114,675.00</td></tr><tr><td>February, 1960.....</td><td>508,260</td><td>1.25</td><td>635,325.00</td></tr><tr><td>Total.....</td><td>1,600,007</td><td></td><td>\$875,007.00</td></tr></table>	Date	No. of Shares	Price per Share	Amount realized by Company	August, 1959.....	7	\$1.00	\$ 7.00	August, 1959.....	1,000,000	.12½	125,000.00	January, 1960.....	91,740	1.25	114,675.00	February, 1960.....	508,260	1.25	635,325.00	Total.....	1,600,007		\$875,007.00
Date	No. of Shares	Price per Share	Amount realized by Company																						
August, 1959.....	7	\$1.00	\$ 7.00																						
August, 1959.....	1,000,000	.12½	125,000.00																						
January, 1960.....	91,740	1.25	114,675.00																						
February, 1960.....	508,260	1.25	635,325.00																						
Total.....	1,600,007		\$875,007.00																						
11. Total number of shares issued.	2,600,007																								
12. Number of shares now in treasury or otherwise unissued.	2,399,993																								
13. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	None																								
14. Date of last annual meeting.	None held yet																								
15. Date of last report to shareholders.	No report to shareholders made as yet other than prospectus dated January 5, 1960.																								
16. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.	There are no options outstanding on any treasury shares of the Company.																								
17. Details of any shares pooled, deposited in escrow, non-transferable or held under any syndicate agreement or control.	900,000 shares, part of the stock issued in payment for properties as set out in Item 9, are held in escrow by the Chartered Trust Company at Toronto subject to release to the depositaries thereof respectively pro rata to the number of shares deposited by each of them only with the written consent of the Ontario Securities Commission, the Quebec Securities Commission and the Board of Directors of the Company, and while remaining in escrow may be sold, transferred or otherwise dealt with only with the written consent of the Ontario Securities Commission and the Quebec Securities Commission.																								
18. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.	Ontario Securities Commission—January 19, 1960 Quebec Securities Commission—January 23, 1960 New Brunswick Board of Public Utilities—January 21, 1960 Registrar under the Securities Act of Nova Scotia—January 21, 1960 Registrar of Companies and Superintendent of Brokers, British Columbia—January 21, 1960 Alberta Securities Commission—January 28, 1960 Saskatchewan Securities Commission—January 20, 1960 Sales Approval Committee of the Winnipeg Stock Exchange, Manitoba—January 22, 1960.																								
19. Has any application for registration with or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled, suspended or revoked? If so, give particulars.	No																								

20. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
21. Enumerate fully, giving claim or property numbers, approximate acreage, townships and mining camp or oil field: (a) Properties owned where titles vested in Company. (b) Properties leased. (c) Properties otherwise held.	<p>The Company is the registered owner of unpatented mining claims WO 1 to WO 11, inclusive, CED 1 to CED 50 inclusive, and CED 59 to CED 81 inclusive, totalling approximately 4,280 acres, situate in the Mackenzie Mining Division of the Northwest Territories, Canada, in the general vicinity of Latitude 61 degrees 50 minutes North, Longitude 128 degrees, 10 minutes West, on the west side of the Flat River, approximately 12 miles southeast of Flat Lakes.</p> <p>None</p> <p>None</p>
22. Full particulars of any royalties or other charges payable upon production from each individual property.	None
23. Are any lawsuits pending against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so, explain fully.	No
24. Describe plant and equipment on property.	<p>There is no mining plant on the property. Frame bunk houses, cook house and workshops are in the process of construction.</p> <p>Equipment consists of—</p> <ul style="list-style-type: none"> 1—Cobra Drill 1—International 4 x 4 Truck 1—Miller AEA-2002 Electric Welder 2—D-7 Caterpillar Tractors 1—D-4 Caterpillar Tractor 1—Piper Super Cub Aircraft 10—Freight Sleighs 1—Athey 3-Ton Wagon 6—500 Gal. Oil Tanks 1—1955 Chevrolet ½-Ton Pick-Up Truck 2—Paramount Pumps with Gas Engines 2—17,500 Gal. Oil Tanks 1—Onan Diesel Generator 1—Bombardier M-60 1—PRT 20 Radio Trans Receiver 2—Atlas Rock Drills Sundry Tools
25. Describe development accomplished and planned.	<p>Surface exploration and development to date by present owners has consisted of geological mapping, sampling of outcrop mineralizations and drilling of eleven diamond drill holes aggregating a total of 3,083.5 feet.</p> <p>The development programme for 1960 is as follows:</p> <ul style="list-style-type: none"> 1. Construction of temporary camp accommodations. 2. Preparation of aircraft landing strip. 3. Complete detailed property surveys for mill site, plant, camp site, airport, hydro plant, water supply, etc. 4. Continued diamond drilling programme. 5. Complete detailed geological studies and mapping of the property. 6. Investigate other known showings on the property for possible development. 7. Clear sites and prepare excavations for mill and permanent plant. 8. Survey timber possibilities and set up portable sawmill in order to obtain construction timber.
26. Date and author of mining or petroleum engineer's or geologist's report filed with this application and available for inspection on request.	December 30, 1959—H. F. Ditchburn, P.Eng.

27. Full particulars of production to date.	None														
28. Have any dividends been paid? If so, give date, per share rate, and amount paid in dollars on each distribution.	None														
29. Name and address of the solicitor or attorney whose certificate that the applicant is a valid and subsisting company and that the shares which have been allotted and issued were legally created and are fully paid and non-assessable has been filed with the Exchange.	Holden, Murdoch, Walton, Finlay, Robinson & Pepall, 44 King Street West, Toronto 1, Ontario.														
30. (a) Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars.	No														
(b) Is any application for listing the shares of the Company on any other stock exchange now pending or contemplated? If so, give particulars.	No														
(c) Has the listing of any shares of the Company ever been refused or deferred on any stock exchange? If so, give particulars.	No														
31. Particulars of the principal business in which each director has been engaged during the past five years, giving the length of time, position held and name of employing company or firm.	<table> <tr> <td>KARL JOHN SPRINGER</td><td>Prospector, President of Leitch Gold Mines Limited and Highland-Bell Limited.</td></tr> <tr> <td>JOSEPH MAURICE RICHARD CORBET</td><td>Mining Company Executive, President of Area Mines Limited.</td></tr> <tr> <td>JAMES BOTTERELL REDPATH</td><td>Mining Engineer, formerly Vice-President, now President of Dome Mines Limited, Sigma Mines (Quebec) Ltd., and Campbell Red Lake Mines Limited.</td></tr> <tr> <td>HENRY STEWART MCGOWAN</td><td>Mining Engineer, formerly President of La Luz Mines Limited, now Vice-President and General Manager of Ventures Limited.</td></tr> <tr> <td>JOSEPH JOHN RANKIN</td><td>Mining Company Executive, formerly Manager of exploration and development for Conwest Exploration Company, now Vice-President and Managing Director of Peruvian Oils & Minerals Limited and President of Ranworth Explorations Ltd.</td></tr> <tr> <td>DESMOND FIFE KIDD</td><td>Mining Geological Engineer in Vancouver, B.C. and a Director of Highland-Bell Limited.</td></tr> <tr> <td>JOHN BLACK AIRD</td><td>Queen's Counsel, partner in the legal firm of Edjson, Aird and Berlis.</td></tr> </table>	KARL JOHN SPRINGER	Prospector, President of Leitch Gold Mines Limited and Highland-Bell Limited.	JOSEPH MAURICE RICHARD CORBET	Mining Company Executive, President of Area Mines Limited.	JAMES BOTTERELL REDPATH	Mining Engineer, formerly Vice-President, now President of Dome Mines Limited, Sigma Mines (Quebec) Ltd., and Campbell Red Lake Mines Limited.	HENRY STEWART MCGOWAN	Mining Engineer, formerly President of La Luz Mines Limited, now Vice-President and General Manager of Ventures Limited.	JOSEPH JOHN RANKIN	Mining Company Executive, formerly Manager of exploration and development for Conwest Exploration Company, now Vice-President and Managing Director of Peruvian Oils & Minerals Limited and President of Ranworth Explorations Ltd.	DESMOND FIFE KIDD	Mining Geological Engineer in Vancouver, B.C. and a Director of Highland-Bell Limited.	JOHN BLACK AIRD	Queen's Counsel, partner in the legal firm of Edjson, Aird and Berlis.
KARL JOHN SPRINGER	Prospector, President of Leitch Gold Mines Limited and Highland-Bell Limited.														
JOSEPH MAURICE RICHARD CORBET	Mining Company Executive, President of Area Mines Limited.														
JAMES BOTTERELL REDPATH	Mining Engineer, formerly Vice-President, now President of Dome Mines Limited, Sigma Mines (Quebec) Ltd., and Campbell Red Lake Mines Limited.														
HENRY STEWART MCGOWAN	Mining Engineer, formerly President of La Luz Mines Limited, now Vice-President and General Manager of Ventures Limited.														
JOSEPH JOHN RANKIN	Mining Company Executive, formerly Manager of exploration and development for Conwest Exploration Company, now Vice-President and Managing Director of Peruvian Oils & Minerals Limited and President of Ranworth Explorations Ltd.														
DESMOND FIFE KIDD	Mining Geological Engineer in Vancouver, B.C. and a Director of Highland-Bell Limited.														
JOHN BLACK AIRD	Queen's Counsel, partner in the legal firm of Edjson, Aird and Berlis.														

Dated at Toronto the 14th day of April, 1960



CANADA TUNGSTEN MINING CORPORATION LTD.

"J. M. R. CORBET", Vice-President.

"F. E. HALL", Secretary-Treasurer.

STATEMENT SHOWING NUMBER OF SHAREHOLDERS AS OF APRIL 11, 1960

Number	Shares
68 Holders of 1— 100 shares.....	5,981
208 " " 101—1000 ".....	113,450
11 " " 1001—2000 ".....	20,800
5 " " 2001—3000 ".....	12,700
2 " " 3001—4000 ".....	8,000
3 " " 4001—5000 ".....	15,000
22 " " 5001—up ".....	2,424,076
319 Stockholders	Total Shares.....
	2,600,007

FINANCIAL STATEMENTS

CANADA TUNGSTEN MINING CORPORATION LTD.

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET DECEMBER 31, 1959

ASSETS

CURRENT:

Cash in banks.....	\$ 19,705.42	
Accounts receivable.....	1,361.76	
		\$ 21,067.18

FIXED:

Mining property.....	125,000.00	
Equipment.....	44,468.54	
		169,468.54

OTHER:

Accountable advances.....	1,387.49	
Prepaid charges.....	645.83	
Development and administrative expenses as per schedule attached.....	99,487.29	
Incorporation expenses.....	2,835.00	
		104,355.61
		<u>\$294,891.33</u>

LIABILITIES

CURRENT:

Accounts payable.....		\$ 44,884.33
-----------------------	--	--------------

CAPITAL:

Authorized 5,000,000 shares of \$1.00 par value each.		
Issued—see note attached		
2,000,007 shares.....	\$2,000,007.00	
Deduct: Discount thereon.....	1,750,000.00	250,007.00
		<u>\$294,891.33</u>

Signed on behalf of the Board.

"J. M. R. CORBET", Director.
"J. B. REDPATH", Director.

AUDITOR'S REPORT

To the Shareholders of
CANADA TUNGSTEN MINING CORPORATION LTD.

We have examined the balance sheet of Canada Tungsten Mining Corporation Ltd. as at December 31, 1959 and the statement of development and administrative expenditures for the period from incorporation to December 31, 1959. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances. In our opinion, the foregoing balance sheet and statement of development and administrative expenditures present fairly the financial position of the company as at December 31, 1959 and the results of its operations for the period ended on that date.

Toronto, Ontario.
March 8, 1960.

"EDWARDS, BROWNE & CO.",
Chartered Accountants.

CANADA TUNGSTEN MINING CORPORATION LTD.

STATEMENT OF DEVELOPMENT AND ADMINISTRATIVE EXPENDITURES

DEVELOPMENT:

Salaries and wages.....	\$13,343.20	
Air charter, freight and express.....	35,726.13	
Maps, prints and assays.....	3,962.07	
Supplies.....	7,346.06	
Diamond drilling contract.....	20,275.49	
Travel and transportation.....	4,087.27	
Recording fees.....	1,465.74	
Telephone, telegraph, exchange and postage.....	916.07	
Equipment rentals and repairs.....	322.72	
Road survey expense.....	6,668.11	
Hydro survey expense.....	744.69	
Metallurgical expense.....	200.00	
Temporary buildings.....	1,147.01	
Sundry expenses.....	103.82	
		<u>\$96,308.38</u>

ADMINISTRATIVE:

Salaries.....	\$ 200.00	
Rent and office expense.....	979.10	
Transfer agency expense.....	342.13	
Travel and transportation.....	894.88	
Sundry expenses.....	762.80	3,178.91
		<u>\$99,487.29</u>

NOTE TO FINANCIAL STATEMENT

DECEMBER 31, 1959

Since the incorporation of the company on July 31, 1959 2,000,007 shares of the company have been subscribed for and allotted as follows—7 shares for cash at \$1.00 per share; 1,000,000 shares for mining property allotted by the directors at 12½ cents per share; and 1,000,000 shares for cash at 12½ cents per share.

The company entered into an agreement dated December 31, 1959 with Burns Brothers and Denton Limited and Walwyn Stodgell & Co. Limited as underwriters whereby each of the underwriters subscribed for 208,260 shares of the capital stock of the company at the price of \$1.25 per share. The company also entered into agreements dated December 29, 1959 with Dome Mines Limited and Ventures Limited as purchasers whereby each of them subscribed for 91,740 shares of the capital stock of the company at the price of \$1.25 per share. These commitments for a total of 600,000 shares were taken up by February 2nd, 1960 and the total sum of \$750,000 was paid into the company's treasury.

CANADA TUNGSTEN MINING CORPORATION LTD.

BALANCE SHEET

FEBRUARY 29th, 1960

ASSETS

CURRENT:

Cash in Banks.....	\$ 79,320.04	
Accounts Receivable.....	6,313.50	
		\$ 85,633.54

INVESTMENTS:

Industrial Acceptance Corporation Limited Short Term Notes, At Cost, and accrued Interest having no quoted market value, due on or before August 2, 1960.....		539,113.69
---	--	------------

FIXED:

Mining Property.....	\$125,000.00	
Equipment.....	88,223.90	
		213,223.90

OTHER:

Accountable Advances.....	\$ 2,945.35	
Prepaid Charges.....	1,652.62	
Development and Administrative Expenses, less Interest Earned, as per Schedule attached.....	175,532.99	
Incorporation Expenses.....	2,835.00	
		182,965.96
		<u>\$1,020,937.09</u>

LIABILITIES

CURRENT:

Accounts Payable.....	\$ 20,930.09
-----------------------	--------------

CAPITAL:

Authorized 5,000,000 Shares of \$1.00 Par value each.

Issued:

2,000,007 Shares.....	\$2,000,007.00	
Deduct: Discount thereon.....	1,750,000.00	
		\$250,007.00
600,000 Shares.....	\$ 600,000.00	
Add: Premium thereon.....	150,000.00	
		750,000.00
		<u>1,000,007.00</u>
		<u>\$1,020,937.09</u>

NOTE: Since the incorporation of the company on July 31st, 1959, 2,600,007 shares of the company have been subscribed for and allotted as follows: 7 shares for cash at \$1.00 per share; 1,000,000 shares for the mining property allotted by the directors at .12½ cents per share; 1,000,000 shares for cash at .12½ cents per share; and 600,000 shares for cash under the terms of subscription agreements dated December 31st, 1959 at \$1.25 per share.

Certified Correct.

"F. E. HALL", Secretary-Treasurer.

CANADA TUNGSTEN MINING CORPORATION LTD.

STATEMENT OF DEVELOPMENT AND ADMINISTRATIVE EXPENDITURES

AS AT FEBRUARY 29th, 1960

DEVELOPMENT:

Salaries and Wages.....	\$22,145.61	
Air Charter Freight and Express.....	51,193.72	
Maps, Prints and Assays.....	3,975.75	
Supplies.....	18,371.57	
Diamond Drilling Contract.....	20,275.49	
Travel and Transportation.....	6,902.36	
Recording Fees.....	1,471.74	
Telephone, Telegraph, Exchange and Postage.....	1,846.08	
Equipment Rentals and Repairs.....	454.46	
Road Survey Expense.....	6,705.85	
Hydro Survey Expense.....	893.48	
Metallurgical Expense.....	4,713.88	
Temporary Buildings.....	20,614.89	
Sundry Expenses.....	1,530.34	
		\$161,095.22

ADMINISTRATIVE:

Salaries.....	\$ 2,766.80	
Rent and Office Expenses.....	1,995.40	
Transfer Agency Expense.....	741.73	
Travel and Transportation.....	1,012.28	
Prospectus Expenses.....	9,280.40	
Sundry Expenses.....	940.85	
	\$16,737.46	
Deduct: Interest Earned.....	2,299.69	
		14,437.77
		<u>\$175,532.99</u>

ENGINEER'S REPORT

INDEPENDENT ENGINEER'S REPORT CANADA TUNGSTEN MINING CORPORATION LTD., 12 RICHMOND STREET EAST, TORONTO, ONTARIO

Canada Tungsten Mining Corporation Ltd.,
12 Richmond Street East,
TORONTO, Ontario.

Dear Sirs,

INTRODUCTION

This report is based on:

1. A study and analysis of all records and previous reports and not on a personal examination of the property which is currently snowbound. The basic information used includes:
 - (a) Geological reports by the exploration company who conducted geological surveys and diamond drilling during 1955-1956 on the same mineral occurrence pertinent to this report.
 - (b) Geological reports, diamond drill core logs, sample records, assay certificates, drill indicated reserve estimates, geological plans and sections, prepared by the staff of Canada Tungsten Mining Corporation Ltd.
 - (c) Topographic and geological maps, as well as air photographs obtained from Canadian Government departments.
2. Independent calculations to verify sections and drill indicated reserves.
3. A personal analysis of the tungsten industry.

Full access to Company records was accorded throughout my investigation and the preparation of this report. The work done by the staff of the Company has been conducted in an efficient and competent manner.

SUMMARY

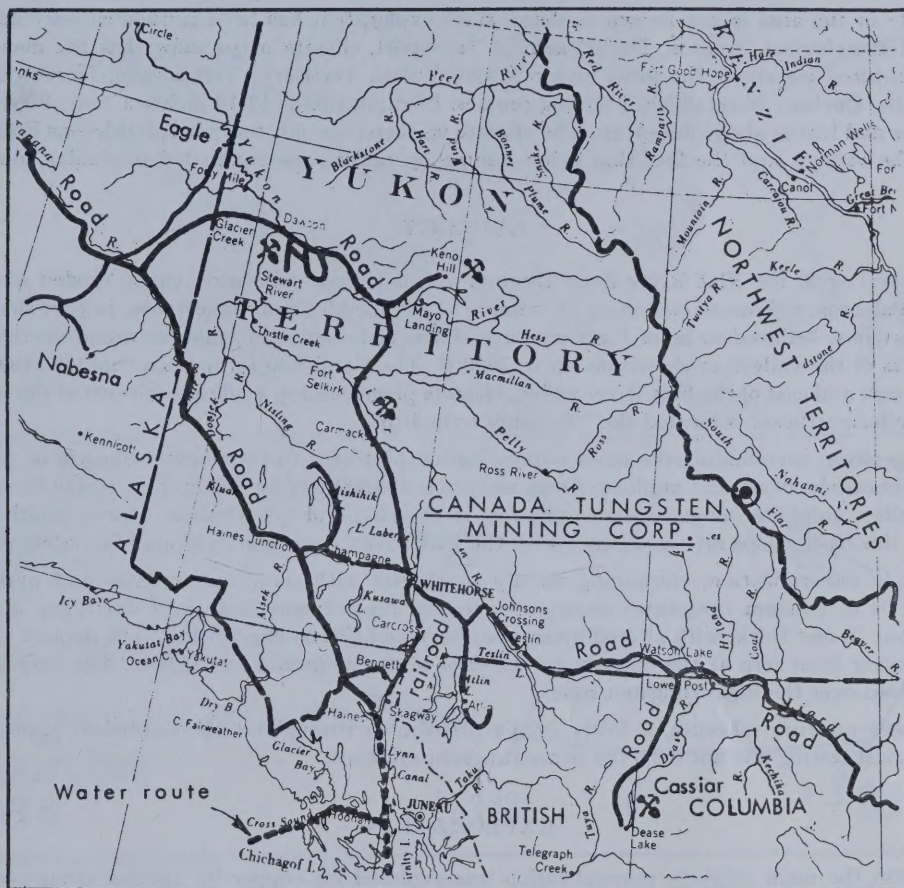
1. The Company has discovered tungsten mineralization in a flat lying zone, near surface, about 135 miles north of Watson Lake, just east of the Yukon Territory-MacKenzie District, Northwest Territories border. After completing 3083.5 feet of diamond drilling and considerable surface outcrop sampling during 1959, indicated tonnage is estimated at 1,166,351 tons with an average grade of 2.184% tungsten trioxide (WO_3).
2. Other tungsten bearing outcrops were located during the 1959 season but were not tested. Therefore, the ultimate tonnage potential on the Company's property is considered larger than indicated above.
3. The present inaccessibility of this property (except by plane) plus climate and mountainous topography, present problems, but in my opinion, they are not insurmountable.
4. A saleable tungsten concentrate contains (60-70%) tungsten trioxide. Such a product has a high value to weight ratio—a favourable factor in remote locations. However, metallurgical testing has not progressed to the stage where either metallurgical recovery or the quality of the tungsten concentrate product can be determined for this property.
5. The Company's Flat River tungsten deposit, relative to others being mined in the Free World, is both high grade and large.
6. It is recommended that the Company conduct further geological work, pilot mill testing, accessibility, power, and other studies to fully determine the economic merits of the property.

LOCATION AND PROPERTY

The Company is the owner of 84 unpatented mining claims located approximately 135 miles north of Watson Lake on the Alaska Highway. More specifically, the property is located between latitude $61^{\circ} 55'N$ to $61^{\circ} 59'N$, longitude $128^{\circ} 12'W$ to $128^{\circ} 18'W$. It covers approximately 4280 acres on the west slope of the Flat River valley in mountainous topography. The claims have an elevation above sea level of 4000 to 7000 feet (on crest ridges), with the main mineralization being at elevations of 4700 to 4800 feet.

The Flat River is approximately one mile east and 1500 feet below the main mineralization. The area surrounding the property is mountainous, sub-arctic tundra, highly eroded by streams and rivers.

LOCATION MAP



YUKON TERRITORY

100 50 0 100 200
STATUTE MILES

ACCESSIBILITY AND TRANSPORTATION

Access to the property is difficult. There are no railways or roads into this area. The nearest highway is at Watson Lake, 135 miles south, located at mile 635 on the Alaska Highway, 284 miles southeast of railhead at Whitehorse, Yukon Territory. Access to the property during the 1959 season's geological program was by float plane from Watson Lake to a small lake about 12 miles northwest of the main claims. From here, helicopters and pack trails were utilized to transport personnel and supplies to the property. A winter airstrip has been prepared in the Flat River valley by the Company.

To exploit this property, it may require the construction of a truck road on one of three alternate routes between 150-170 miles in length, and/or the construction of a cargo plane airstrip. From an examination of 4 mile to one inch topographic maps and air photographs, the various alternative road routes and airstrip location appear to be feasible.

The transportation of supplies into future operations could, therefore, be via highway or via air cargo plane. If a highway is built, tungsten concentrate would have to be trucked about 465 miles to railhead at Whitehorse via Watson Lake. However, the total cost of road haulage and maintenance may not be appreciably lower than modern air cargo costs from the property directly to Whitehorse—a flight of about 250 miles. From Whitehorse, a 110 mile long, diesel equipped, narrow gauge railway gives access to the Pacific Coast port of Skagway.

A saleable tungsten concentrate product contains between 60-70% tungsten trioxide (WO_3), which currently sells for about \$18 per short-ton unit (or about \$1080-1260 per ton of concentrate) New York pricing basis. (U.S. duty of \$7.93 per short-ton unit is extra to the buyer). The value to weight ratio for the transportation of such a product is high and can be a favourable factor in a remote location.

FACILITIES

No facilities, except a winter airstrip and a log cabin, presently exist.

Because of the distance to existing communications and supply centres, all mining, milling, residential facilities and ancillary installations must be provided for exploitation. The Flat River valley, which is several miles wide, is considered to be a suitable location for operating plant, townsite and access roads.

Hydro power is not available, although several power sites which could provide sufficient power for a small mining operation have been given a preliminary reconnaissance. Virginia Falls on the South Nahanni River, 85 miles southwest (with a fall of 316 feet) is the largest undeveloped power resource in this district. Water for mining and community use from the Flat River is plentiful. Good sized timber for construction purposes is available in the river valleys.

The climate in the area is not known in detail since exploration has been conducted only during summer months. The Meteorological Division, Department of Transport, climate maps show that the mean winter and summer temperatures are about the same as for Mayo, Yukon Territory; Yellowknife, Northwest Territories or at Schefferville, Quebec; all established mining centres. Precipitation is 12-14 inches a year. First snow arrives in early October and leaves about mid-May. The climate is, therefore, not too inhospitable—as borne out by the vegetation in the valleys, and the fact that other mining operations are conducted in similar conditions.

GEOLOGY

In the general area, the Flat River flows through a two to four mile wide valley eroded along a zone of weakness into Paleozoic sediments consisting of massive to thin-bedded gray limestones, in part shaly, and white and brown quartzites, believed to be of Cambrian age. These sedimentary formations trend northwest and outcrop on the sides of the valleys at elevations up to 7000 ft. The Cambrian formations contact Mississippian formations to the west and east of the Flat River valley. Granite plugs outcrop 4 miles southwest of the main mineralization, and 8 miles northeast is located the "Nahanni batholith".

The local geology, surrounding the main mineralization pertinent to this report, consists of a metamorphic assemblage of limestone, chert and argillite. At an elevation of 4800 feet on the lip of a cirque basin on the west slope of the valley, sulphide mineralization outcrops, in the shape of a horseshoe, over a length of 1800 feet. Drainage from this basin drops into confluence with the Flat River at a distance of approximately one mile.

The sulphide mineralization, containing mainly pyrrhotite with some chalcopyrite and pyrite as well as scheelite (CaWO_4 or calcium tungstate) occurs as a partial replacement body in a flat lying, almost tabular, skarn zone, about 70 feet thick, with altered limestone above and ribbon-chert below. The deposit is shallow with overburden varying from zero at the outcrop on the edge of the mountain to 242 feet. The average covering is about 64 feet deep over the main tungsten zone.

The tungsten mineral, scheelite, is fairly evenly distributed throughout the sulphides. Spectrographic and other mineralogical testing has not detected other tungsten minerals.

EXPLORATION

In 1955-1956 the main sulphide mineralization was explored for copper by another company. Their work included, mapping, surface sampling and diamond drilling, but tungsten was not determined. During 1958, geologists of the MacKenzie Syndicate (predecessor to Canada Tungsten Mining Corporation Limited) recognized tungsten during prospecting work in this area. Late in 1958 a program of geological investigation was organized for completion during the 1959 season.

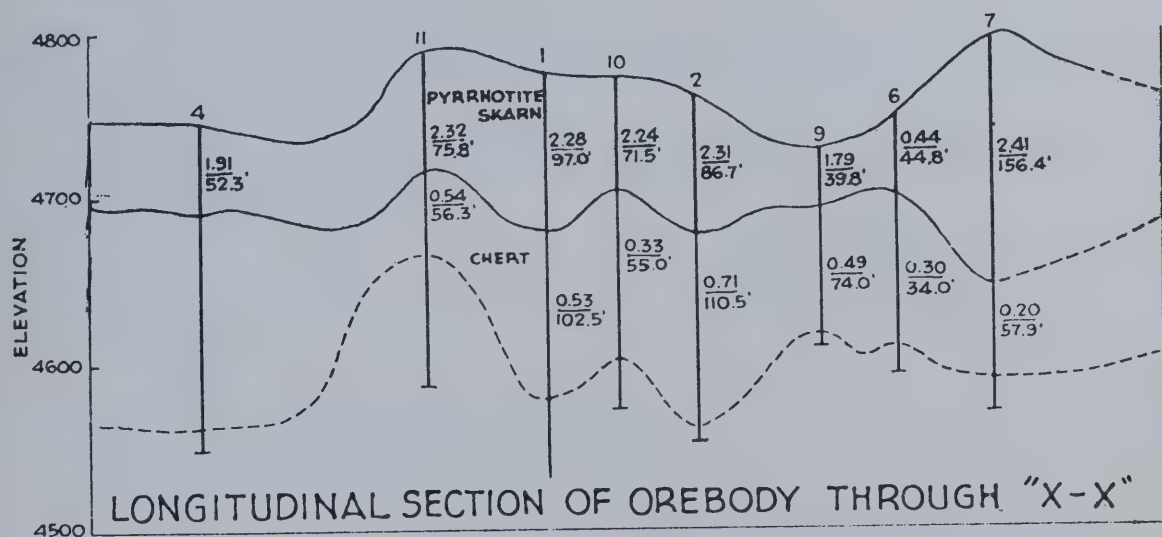
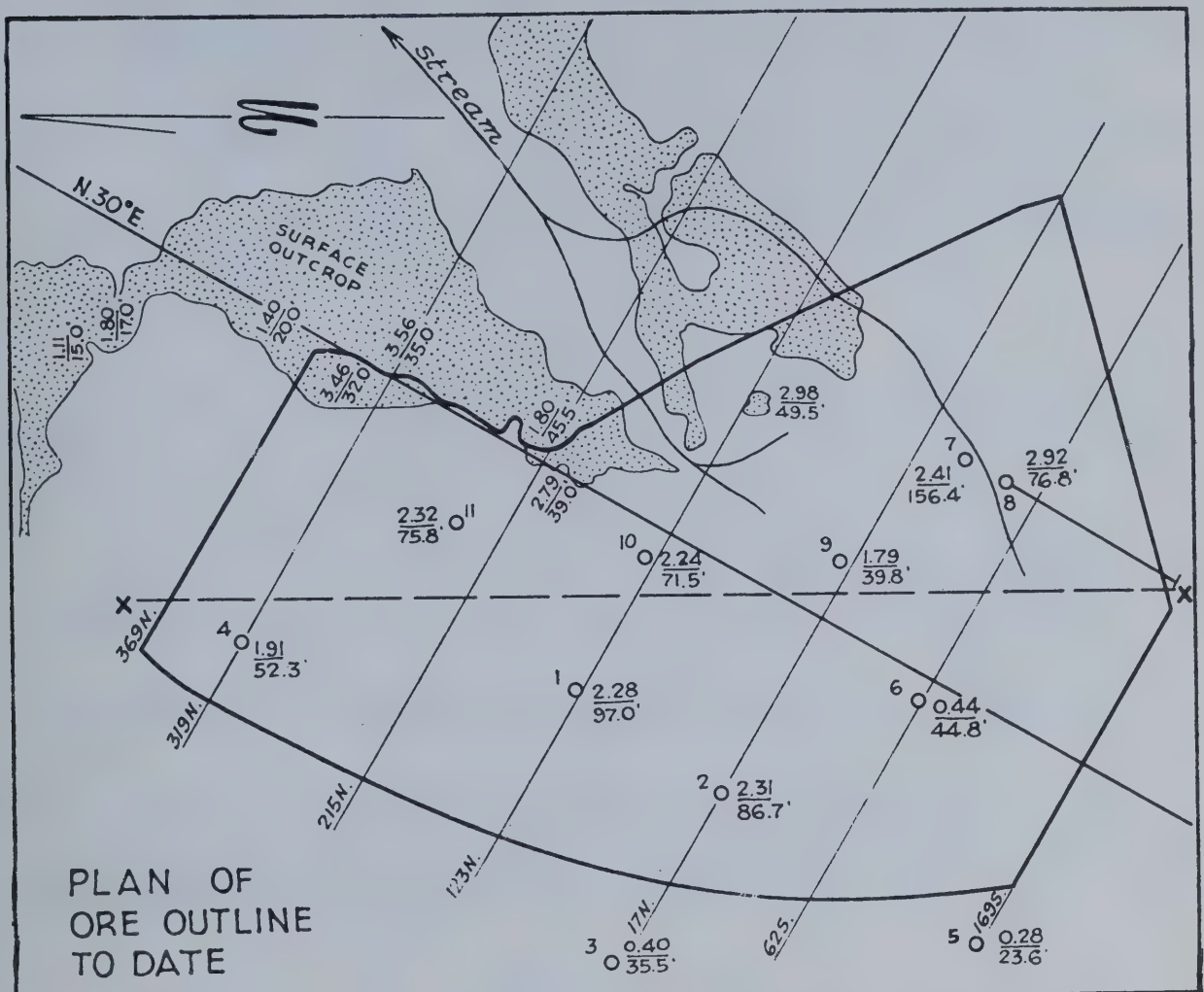
During 1959, the Company's geological crew conducted geological mapping, sampled outcrop mineralization and drilled eleven diamond drill holes aggregating a total of 3083.5 feet.

In addition, about $6\frac{1}{2}$ tons of broken mineralized material was moved to the end of a winter airstrip which was prepared contiguous to the Flat River, about 3 miles from the main showing. This bulk sample is intended to be used for mill testing.

The total cost of the above work by the Company during 1959 was \$85,317.

RESULTS OF EXPLORATION WORK

(a) A surface Plan and Longitudinal Section of the main tungsten mineralization is shown below. (Three holes drilled by another company during 1955-1956 have not been shown, however, geological data from these holes was used for the purpose of this report. Company geologists have examined this core and have estimated the tungsten trioxide content of the pyrrhotite sections in these holes.)



DIAMOND DRILL RESULTS %WO₃
CANADA TUNGSTEN MINING CORPORATION LTD.
FLAT RIVER AREA N.W.T. - DEC. 1959 - SCALE 1" = 100 FT.

(b) Summarized below are the drill results applicable only to the main zone.

SUMMARY OF DRILL RESULTS

HOLE NUMBER	MAIN MINERALIZED SECTION (FEET FROM SURFACE)	CORE LENGTH (FEET)	ASSAY % WO ₃ (TUNGSTEN TRIOXIDE)
1	72.0 - 169.0	97.0	2.28
2	102.8 - 189.5	86.7	2.31
3	242.0 - 277.5	35.5	0.40
4	106.7 - 159.0	52.3	1.91
5	197.0 - 220.6	23.6	0.28
6	107.5 - 152.3	44.8	0.44
7	22.0 - 178.4	156.4	2.41
8 (-45°)	47.2 - 124.0	76.8	2.92
9	78.7 - 118.5	39.8	1.79
10	29.0 - 100.5	71.5	2.24
11	16.2 - 92.0	75.8	2.32

Footnotes:

All holes were vertical except No. 8.

Nine of the eleven holes gave copper assays over the above mineralized sections, ranging from 0.10% to 0.63% copper.

- (c) Surface sampling was extensive along the 1800 foot length of outcrop on the mountain slope. In places the slope was too steep to sample. A summary of the main sections covering irregularly spaced samples is shown below.

SUMMARY OF SURFACE OUTCROP SAMPLING

LENGTH OF LONGITUDINAL ASSAY SECTION	ASSAY % WO ₃
20'	2.15
29'	1.56
15'	1.11
20'	1.40
17'	1.80
47'	3.681
32'	3.460
35'	3.561
45.5'	1.803
39'	2.79
49.5'	2.985

INDICATED TUNGSTEN RESERVES

- (d) Based on the above outcrop sampling and eleven drill holes, sufficient information was obtained to estimate an indicated reserve of tungsten bearing mineralization. This estimate, verified by the undersigned, gives 1,166,351 tons, averaging 2.184% or 2,547,310 short-ton units of contained tungsten trioxide (WO_3).

The full extent of the main mineralized zone was not delimited by the drilling of eleven holes. It is, therefore, a reasonable expectation that some additional tonnage may be added by subsequent work at this location.

- (e) About $3\frac{1}{2}$ miles southeast of the main tungsten zone (on Claim CED33), an outcrop of massive pyrrhotite, with an estimated thickness of 15-17 feet was also sampled. The outcrop is 120 feet long and 35 feet wide. Assays taken across an average thickness of 11.0 feet showed a 4.35% WO_3 content.

There are several other outcrops of pyrrhotite mineralization within the 84 claim property from which grab samples indicated varying tungsten content. Work on these was insufficient to ascertain the grade, tonnage, or economic importance, if any.

MINERALOGY AND MILL TESTING

Spectrographic and chemical analysis of small selected samples indicate that the only tungsten mineral is scheelite (calcium tungstate). Similarly, impurities, often of critical importance in a saleable tungsten concentrate, like molybdenum, arsenic, lead, zinc, antimony and bismuth, have not been detected. Tin and manganese have been detected in minor amounts. The main impurities to be removed in beneficiation are iron (18-20%), sulphur (10-12%) and copper (0.3-0.4%), in the form of pyrrhotite and chalcopyrite.

No pilot mill tests have been completed on a large representative sample, however, preliminary laboratory scale tests are presently underway. Screen analyses have also been completed.

At this juncture, the fragments of information on amenability of treatment and tungsten recovery are insufficient to form a reliable opinion in this regard. However, on the facts to-date, there is nothing to indicate any serious metallurgical problems.

TUNGSTEN INDUSTRY AND ORE RESERVES

In 1954, it was estimated that 80% of the world's tungsten reserves were located in China, N. Korea and Russia.¹ These same countries produced 54% of the world's mine production of tungsten in 1958.² The United States, Bolivia, Portugal, Brazil, Australia and Burma have most of the remaining tungsten ore reserves.

After a comprehensive study of the tungsten industry, and particularly of the size and tenor of the major tungsten ore deposits being mined, the Flat River tungsten deposit of Canada Tungsten Mining Corporation Limited is considered one of the largest and the highest grade in the Free World tungsten industry.

RECOMMENDATIONS

The limited exploration during 1959 did not fully delimit the main tungsten zone nor ascertain the significance of the other tungsten occurrences on the property. Therefore, it is recommended that a larger program of exploration be conducted during 1960, including at least 6000 feet of diamond drilling, geological mapping and sampling of the other surface outcrops.

It is also recommended that the Company conduct, pilot mill testing on a large representative sample and other studies relating to road and airport accessibility, hydro power and plant location.

All of which is respectfully submitted.

Dated at Toronto, Ontario,
December 30, 1959.

"H. F. DITCHBURN", B.Sc., P.Eng.



¹ MATERIAL SURVEY-TUNGSTEN 1956 by the U.S. Bureau of Mines.

² MINERAL TRADE NOTES (Sept. 1959) by the U.S. Bureau of Mines.

CERTIFICATE

I, Herbert Firman Ditchburn, of the Township of Toronto, in the Province of Ontario, do hereby certify:

- (a) That I am a Mining Consultant residing at 1608 Truscott Drive, Clarkson, Ontario.
- (b) That I am a graduate of Queen's University with the degree of Bachelor of Science in Mining Engineering (1941) and a graduate of Harvard University with the degree of Master in Business Administration (1947). I am a member of The Association of Professional Engineers of Ontario and have been practising my profession continuously for eighteen (18) years with the exception of four and a half ($4\frac{1}{2}$) years in the Armed Forces of Canada and one and a half ($1\frac{1}{2}$) years while taking postgraduate training.
- (c) That I have no personal interest, either directly or indirectly, in the properties or securities of Canada Tungsten Mining Corporation Limited, and do not expect to receive such an interest.
- (d) That the accompanying letter report is based on a detailed study and examination of documents and reports in the possession of the Company and not on a personal examination of the property which is currently snowbound.

Dated at Toronto, Ontario,
December 30, 1959.

"H. F. DITCHBURN", P.Eng.



TORONTO STOCK EXCHANGE

FILING STATEMENT No. 562.
ACCEPTED FOR FILING, MARCH 23rd, 1961.

CANADA TUNGSTEN MINING CORPORATION LTD.

Full corporate name of Company
Incorporated under Part IV of The Corporations Act, 1953
(Ontario) by Letters Patent dated July 31, 1959.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

APR 4 1961

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	See Schedule "A" hereto on pages 3, 4 & 5.
2. Head office address and any other office address.	Head Office - Suite 225, 12 Richmond Street East, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and General Manager - Karl John Springer, 4 Robinwood Ave., Toronto, Ontario, Prospector.</p> <p>Vice-President (Finance) - Joseph Maurice Richard Corbet, 500 Avenue Road, Toronto, Ontario, Mining Company Executive.</p> <p>Secretary-Treasurer - Frederick Earl Hall, 232 Martin Grove Rd., Islington, Ontario, Accountant.</p> <p>Assistant Secretary-Treasurer - John David Munroe, 1337 Malters Ave., West Vancouver, British Columbia, Accountant.</p> <p>Directors - Karl John Springer - as above Joseph Maurice Richard Corbet - as above James Botterell Redpath - 339 Riverview Drive, Toronto, Ontario, Mining Engineer. Henry Stewart McGowan - 21 Dale Avenue, Toronto, Ontario, Mining Engineer. Joseph John Rankin - 500 Avenue Road, Toronto, Ontario, Mining Company Executive. John Black Aird - 2 Glenallan Road, Toronto, Ontario, Queen's Counsel Frederick Earl Hall - as above</p> <p>Proposed Directors - John Payne Jr., 65 East 93rd St., New York 28, N.Y., Geologist. Wallace Macgregor, 1270 Avenue of the Americas, New York 20, N.Y., Executive.</p> <p>who it is proposed will replace Messrs. Rankin and Hall.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is 5,000,000 common shares of the par value of \$1.00 each, of which 2,600,007 shares are issued and outstanding as fully paid.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	See Schedule "A" hereto on pages 3, 4 & 5.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>1. The Company has entered into an Agreement dated December 19, 1960 with Joseph Maurice Richard Corbet of 500 Avenue Road, Toronto, Ontario, Vice-President (Finance) of the Company, whereby the Company granted to him as a matter of separate inducement in connection with his employment by the Company, the right and option to purchase all or any part of 100,000 shares of the capital stock of the Company at the price of \$1.10 per share exercisable at any time after due completion of the financing services as defined in said Agreement, and before December 31, 1963. The said Agreement provides that in and for the purposes thereof (a) "financing services" means the obtaining of markets for the Company's products and the arranging with third parties for financing for the Company all to the satisfaction of the Board of Directors of the Company within such period following the date hereof and of such a nature as to enable the Company to commence production on a commercial basis on or before December 1, 1962; and (b) that the financing services shall be deemed to have been duly completed at the time when such markets shall have been obtained and such financing arranged within the period above specified, as may be determined by a resolution passed by a majority of the Directors of the Company. In the event of the said Joseph Maurice Richard Corbet dying during the period within which the said option may be exercised, the said option shall enure to the benefit of his personal representatives.</p> <p>2. See Schedule "A" for details of other treasury shares or other securities now the subject of any underwriting, sale or option agreement.</p>

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>No person has any interest, direct or indirect in the underwritten shares or other securities referred to in Schedule "A" hereto, other than as is shown in said Schedule, nor in the optioned shares referred to in Item 6. above, other than is shown there. So far as the Company is aware there is no assignment of such shares or other securities, present or proposed.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>No payments in cash or securities of the Company have been made or are to be made to a promoter or finder as such in connection with a proposed underwriting or property acquisition save as is set forth in Item 6. above and save that the said Joseph Maurice Richard Corbet has since November 23, 1960 received and will receive a salary of \$600.00 a month (plus out of pocket expenses) as remuneration for his services while employed as Vice-President (Finance).</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company proposes to expend the proceeds of the sale of its treasury shares and 6% debentures referred to in Schedule "A" hereto in carrying out the future development plans of the Company which are:- To further explore and develop its present mining property in the Flat Lake Area, Northwest Territories; to explore the area surrounding said mining property; to complete construction of the airstrip near the Company's property mentioned in Item 10 below (with Dominion Government participation); to construct a 50 mile access road (with Dominion Government participation) to link the Company's said property with a development road to be constructed by the Dominion Government from Mile 65 on the Ross River Road to a point on the Hyland River located at approximately 61° 40' North and 128° 20' West; to construct a mill for the concentration of tungsten ores mined at the Company's said property, with a designed capacity of 300 tons per day; to construct all facilities necessary to the above, and in general to bring the Company's said property into production.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>During the past year, the Company carried out a programme of 11,737' of diamond drilling and 150' of packstack drilling to prove up the indicated ore reserves at its mining property in the Flat Lake Area, Northwest Territories. Trenching was carried out on other mineral showings in the area and additional claims were staked so that the Company is now the owner of 125 mineral claims and 18 placer claims. Geological mapping was carried out and the Company caused a geophysical survey to be carried out on its property. Metallurgical test work was done on ore samples and a flow sheet developed for the milling and concentration of such ore. In addition to the above the construction of an airstrip near the Company's property was completed to the extent of a minimum usable length of 3,000' and a width of 150' in accordance with Department of Transport, Canada, specifications, to the cost of which the Dominion Government has agreed to contribute as indicated in Item 19. below.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Other than the property and other assets which the Company will purchase from sundry vendors for the purpose of carrying out its future development plans as set out in Item 9. above, the Company does not intend to purchase any property or other assets at this time.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>Not applicable</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>900,000 shares have been deposited in escrow with Chartered Trust Company, 34 King Street West, Toronto, to be released to the depositaries thereof respectively pro rata to the number of shares deposited by each of them only with the written consent of the Ontario Securities Commission, the Quebec Securities Commission and the Toronto Stock Exchange and the board of directors of the Company, and while remaining in escrow may be sold, transferred or otherwise dealt with only with the written consent of the Ontario Securities Commission, the Quebec Securities Commission and the Toronto Stock Exchange.</p>
<p>14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)</p>	<p>See Schedule "B" hereto on page 6.</p>

The Company has entered into an agreement dated March 17, 1961, (herein called the "main agreement") with Northwest Amax Limited of 25 Adelaide Street West, Toronto, (herein called "Amax"), Ventures Limited of 25 King Street West, Toronto, (herein called "Ventures") and Dome Mines Limited of 36 Toronto Street, Toronto, (herein called "Dome"), whereby the Company has agreed to sell and Amax, Ventures and Dome have severally agreed to purchase the following shares of the capital stock of the Company for the following aggregate purchase prices as set forth below:

	<u>No. of Shares</u>	<u>Aggregate Purchase Price</u>
Amax	1,064,400	\$1,170,840.00
Ventures	217,800	239,580.00
Dome	<u>217,800</u>	<u>239,580.00</u>
	1,500,000 shares	\$1,650,000.00

Under the terms of said main agreement and certain subscription agreements forming part thereof the Company has further agreed it will issue at any time or from time to time prior to December 31, 1963, an aggregate of \$2,680,000.00 in principal amount of 6% debentures, and a further 799,993 shares of its capital stock, in units. Amax, Ventures and Dome contemporaneously with their execution of said main agreement and as part of their obligations thereunder have severally subscribed for such 6% debentures and additional shares as follows:

	<u>Principal Amount of 6% Debentures</u>	<u>Number of Shares</u>	<u>Aggregate Purchase Price</u>
Amax	\$1,901,728.00	567,675	\$1,795,280.00
Ventures	\$ 389,136.00	116,159	367,356.00
Dome	\$ 389,136.00	116,159	367,356.00

the same to be taken up and paid for pro rata, as required and notified by the Company from time to time.

The said main agreement also contains inter alia, provisions to the following effect, viz: Amax, Ventures and Dome will, in the event that credit of up to \$1,000,000.00 for working capital is not obtainable by the Company from commercial banking sources, at a rate of interest of 6% per annum or less, severally furnish a line of credit from time to time to the Company in the proportion of 70.96%, 14.52% and 14.52% respectively, of not in excess of \$1,000,000.00 in the aggregate; said line of credit is extended or furnished with a view to ensuring that the Company will have working capital for the period hereinafter mentioned in the amount of \$1,000,000.00 in excess of the amounts to be furnished by virtue of the aforesaid sale of shares and subscriptions for shares and 6% debentures; default by any of Amax, Ventures or Dome in extending or furnishing credit as above obligates the defaulting party to purchase additional 6% debentures at par in an amount equal to the amount of the credit in respect of which the party is in default; if credit is extended or furnished by Amax, Ventures and Dome, as aforesaid, repayment thereof cannot be demanded by a party furnishing credit unless 6% debentures in addition to those to be issued under the aforesaid subscription agreements to the amount of such credit are contemporaneously purchased by the party so demanding such repayment; the obligation of Amax, Ventures and Dome to furnish this credit in the above proportions is to continue so long as any of the 6% debentures remain outstanding and, thereafter, is to be reduced to the extent that operating profits (as defined in said 6% debentures) have been generated, subsequent to the end of the fiscal year ending immediately prior to the retirement of the last of the 6% debentures and such obligations will terminate when \$1,000,000.00 (less the amount of any 6% debentures taken by reason of such default in extending or furnishing credit or a demand for repayment of credit by a party) has been so generated, and in any event on 31st December, 1971; so long as the above obligation to provide or extend credit remains outstanding, i.e. so long as any 6% debentures remain outstanding and until \$1,000,000.00 (or lesser amount as aforesaid) in operating profits (as defined in said 6% debentures) have been generated the Company will not, without the written consent of Amax, Ventures and Dome, engage in any business or operation other than:

- (i) the exploration, staking of claims and the securing of prospecting permits for, and the development and mining of tungsten ore bodies located within an area the perimeter of which is measured 35 miles from the perimeter of the present Mining Properties of the Company in the Flat River Area of the Northwest Territories including within such area the Mining Properties, provided, however, the Company shall not, without the written consent of Amax, Ventures and Dome, expend in any one year in excess of \$100,000.00 for exploration;
- (ii) the construction, maintenance and operation of a mill and related facilities for the concentration of tungsten ore mined in the area described in (i) above;
- (iii) the sale of tungsten ore mined in the area described in (i) above or concentrates produced therefrom; and
- (iv) the construction, maintenance and operation of all necessary facilities for the operations contemplated by (i), (ii) and (iii) above.

Nor will it without such consent:-

(a) Incur, issue, assume, extend, renew or guarantee or otherwise become obligated for (i) any indebtedness for any borrowed moneys or (ii) any other indebtedness or obligation other than current liabilities incurred in the ordinary course of business or for the acquisition and construction of the plant and facilities referred to above, except for the provision of working capital for the Company by Amax, Ventures and Dome in the amount of \$1,000,000.00 as set forth above and except also for indebtedness evidenced by 6% debentures issued pursuant to the said Subscription Agreements.

(b) Let, sell, abandon, release or otherwise dispose of any of its Mining Properties or fixtures thereto annexed or any other assets or interest therein, other than those assets which in the opinion of the Board of Directors shall in the ordinary course of business become obsolete and be replaced or no longer required to carry on the business of the Company.

(c) Mortgage, hypothecate, pledge, charge or otherwise encumber any of its assets or suffer to exist any lien, charge or other encumbrance thereon, except security given in the ordinary course of business to any bank or banks.

(d) Acquire any further mining properties, real properties, fixed assets or interests therein, except as provided above.

(e) Merge or consolidate with any other corporation or form or acquire any subsidiary or otherwise invest in any other way in any corporation, venture or other enterprise of any kind.

(f) Make any investment in stocks or securities, other than obligations of not more than six months of prime Canadian and United States finance companies and obligations of the Dominion of Canada or the Province of Ontario, or make any loans or advances to others, or permit others to become or remain indebted to it otherwise than in the ordinary course of business.

(g) Pay any dividend or make any distribution upon any of its stock or redeem any of its stock.

(h) Other than in the issue of 799,993 shares of the capital stock of the Company in conjunction with the issue of 6% debentures pursuant to the aforementioned Subscription Agreements, issue or sell any shares of stock or grant, issue or create any subscription warrants, options or other rights to purchase stock, except that, pursuant to an option agreement granted to Joseph Maurice Richard Corbet, 100,000 shares may be issued at \$1.10 per share on or before December 31, 1963.

(i) Enter into or amend or supplement any employment contract providing for compensation in excess of \$10,000.00 annually, or any contract or agreement not in the ordinary course of business, or any bonus, pension, profit-sharing, retirement, stock purchase, insurance or similar plan providing employee benefits.

(j) Enter into any material transaction not in the ordinary course of business, except as contemplated by the above.

The Company agrees to devote all funds received by it pursuant to the main agreement to the performance of the objects enumerated in (i), (ii), (iii) and (iv) above.

The said 6% debentures will be issued from time to time pursuant to the subscription agreements aforesaid. Cumulative simple interest is payable on said debentures at the rate of 6% per annum from the 1st day of January, 1962 out of operating profits generated by the Company (as defined in said debentures) and the principal due under said debentures becomes due and payable on the 31st day of December, 1971. If in any year operating profits after payment of interest aforesaid exceed \$25,000.00 then all operating profits for such year are to be applied to repayment pro rata of principal of the 6% debentures. Prior to December 31, 1971 repayments of principal of 6% debentures may only be made if all interest accrued on 6% debentures has been paid out of operating profits to date of the redemption. Until payment in full of all 6% debentures the Company will not without the written consent of the registered holders of at least 75% of the aggregate principal sums of all then outstanding 6% debentures:

(a) let, sell, abandon, release or otherwise dispose of any of the mining properties owned by the Company on December 1, 1960 or fixtures thereto annexed other than those which in the opinion of the Board of Directors shall be no longer required to carry on the business of the Company;

(b) mortgage, hypothecate, pledge, charge or otherwise encumber any of its assets or suffer to exist any lien, charge or other encumbrance thereon except security given in the ordinary course of business to any bank or banks;

(c) pay any dividend or make any distribution upon any of its stock or redeem any of its stock.

The obligations of Amax, Ventures and Dome, respectively, to purchase the shares of capital stock of the Company and to enter into the subscription agreements above shall be subject to the performance by the Company of its obligations required to be performed under the main agreement on or before the Closing Date and to the satisfaction of the following conditions as of the Closing Date:

(a) The representations and warranties of the Company contained in the main agreement shall be true on and as of the Closing Date as though made on the Closing Date.

(b) The Company shall not, without the written consent of Amax, Ventures and Dome, have taken any action which it has agreed not to take under the provisions of the main agreement.

(c) The Company shall have delivered to Amax, Ventures and Dome a favorable opinion of legal counsel dated the Closing Date, in form and substance satisfactory to Amax, Ventures and Dome, as to the validity and good standing of the Company, the titles to its property, the validity of the issue of its shares and debentures and as to its contracts.

(d) Except as contemplated by the main agreement, there shall have been no material or adverse change in the condition, financial or otherwise, of the Company after December 31, 1960.

(e) The Board of Directors of the Company shall consist of seven persons of whom four shall be persons designated by Amax, Ventures and Dome.

The obligation of both the Company to issue and sell the shares of capital stock provided for in the main agreement and of Amax, Ventures and Dome to purchase such shares and to enter into the subscription agreements shall be subject to:

- (i) the prior acceptance of the main agreement for filing by the Toronto Stock Exchange;
- (ii) the prior or contemporaneous execution and delivery of a Sales Agency Contract between the Company and American Metal Climax, Inc. appointing American Metal Climax, Inc. as sales agent for the tungsten minerals produced from the Company's Canadian properties; and
- (iii) the delivery of releases from each of Burns Bros. & Denton Limited and Walwyn Stodgell Co. Limited of their rights in respect of further financing of the Company.

American Metal Climax Inc. is to guarantee the carrying out by its wholly owned subsidiary, Amax, of the latter's obligations under the main agreement.

The Company understands that Area Mines Limited, Dome, Highland-Bell Limited, Lake Expanso Gold Mines Limited, Leitch Gold Mines Limited, Ventures, J. J. Rankin and K. J. Springer (in this paragraph collectively called the "sellers") have entered into an agreement dated March 17, 1961, with Amax whereby the sellers have agreed to sell and Amax has agreed to purchase an aggregate of 117,925 shares of the capital stock of the Company at the price of 23 cents per share, such shares being presently issued, fully paid and non-assessable, and free and clear of any encumbrance or escrow. The closing of such agreement of purchase and sale is subject to the purchase of the first mentioned 1,500,000 shares covered by the main agreement.

By agreement dated March 17, 1961, expiring December 31, 1971, Amax, Ventures and Dome agreed, subject to completion of the transactions contemplated by the main agreement, that so long as they own or control 30% of the issued shares of the Company they would vote the shares owned or controlled by them for the election of persons designated by them to compose a majority of the Board of Directors of the Company.

SCHEDULE 'B'

<u>Name</u>	<u>Escrowed Shares</u>
Dome Mines Ltd., 36 Toronto St., Toronto, Ontario.	123,843
Ventures Ltd., 25 King St. W., Toronto, Ont.	123,843
Leitch Gold Mines Limited, Ste. 225, 12 Richmond St. E., Toronto, Ont.	123,843
Highland-Bell Ltd., Ste. 502, 1200 West Pender St., Vancouver, B.C.	123,843
Area Mines Ltd., Ste. 2310, 44 King St. W., Toronto, Ont.	114,555
Karl J. Springer, Ste. 225, 12 Richmond St. E., Toronto, Ont.	108,223
Hugo Brodell, Box 13, Watson Lake, Yukon.	45,000
Leonard J. White, 4664 West 13th Ave., Vancouver, B.C.	45,000

SCHEDULE 'C'

The following is an outline of the dates of and parties to and the general nature of every material contract entered into by the Company which is still in effect and is not disclosed in the foregoing.

1. The Company has entered into an agreement dated February 9, 1961, with Her Majesty the Queen, in Right of Canada, for the Dominion Government's participation to the extent of one-half of the approved cost, including expenditures from January 4, 1960, or \$87,500.00, whichever is the lesser, in the cost of construction by the Company of an airstrip near its mining property in the Flat Lake River Valley, Northwest Territories. (See Items 9. and 10.)
2. The Department of Northern Affairs and National Resources has announced its intention to construct a road from Mile 65 on the Ross River Road to a point on the Highland River located at approximately 61° 40' North and 128° 20' West, a distance of approximately 80 miles, and the Company has entered into a contract dated March 8, 1961 with Her Majesty the Queen, in Right of Canada, for the Dominion Government's participation to the extent of two-thirds of the approved cost or the aggregate amounts expended by the Company on development of its mine between the date of said contract and the date of completion of the undermentioned access road or \$667,000.00, whichever is the least, in the cost of construction by the Company of an access road of approximately 50 miles to its mine from the terminal point of the aforesaid Government road.
3. A commitment given by the Company by letter dated March 2nd, 1961, in favour of the Government of Canada to place its Mining Properties into production by the end of 1963 subject to the Government providing road access to the access road referred to in paragraph 2 of this Schedule "K" and the Government's entry into the agreement with respect to the construction of the access road referred to in said paragraph 2.
4. The Company has entered into an agreement as of February 4, 1960 (which agreement is unwritten) with Leitch Gold Mines Limited, for supply to the Company of office facilities in Toronto for the sum of \$300 per month.
5. The Company has entered into an agreement as of February 4, 1960 (which agreement is unwritten) with Highland-Bell Limited providing for the payment by the Company of 25% of Highland-Bell Limited's office overhead in Vancouver and for the payment by the Company for the services of Mr. J. J. Crowhurst, an employee of Highland-Bell Limited, charged on a daily basis, such payments not to exceed, in the whole, \$1,500.00 per month.
6. An application by the Company on March 3, 1961 for a priority for prospecting permits under the Canada Mining Regulations on vacant territory and lands in the Northwest Territories adjoining the Company's Mining Properties and application by the Company for four such prospecting permits, involving a commitment of approximately \$59,000.00.

CANADA TUNGSTEN MINING CORPORATION LTD.

STATEMENT OF DEVELOPMENT AND ADMINISTRATIVE EXPENSES

	Expenses to December 31, 1959	Expenses 1960	Expenses to December 31, 1960
Diamond drilling	\$ 20,275.49	\$ 60,794.89	\$ 81,070.38
Geological, geophysical and engineering expense	8,911.53	43,849.14	52,760.67
Assaying, metallurgy and research	5,538.93	61,707.93	67,246.86
Market survey	-	16,380.98	16,380.98
Airport, road and camp construction	9,864.37	59,678.83	69,543.20
Supplies, maintenance and repairs	5,994.44	38,589.66	44,584.10
Travelling and transportation expense	4,982.15	22,253.37	27,235.52
Freight - air and ground	35,876.63	75,908.63	111,785.26
Camp expense	3,274.09	21,209.50	24,483.59
General supervision	-	17,031.11	17,031.11
Mine general and office expense	1,019.89	14,255.78	15,275.67
Licenses, recording, etc.	1,465.74	2,272.01	3,737.75
Financing and stock exchange listing	-	12,651.45	12,651.45
Administrative expenses	2,284.03	21,194.18	23,478.21
	99,487.29	467,777.46	567,264.75
deduct:			
Interest earned on investments	-	13,513.30	13,513.30
	\$ 99,487.29	\$ 454,264.16	\$ 553,751.45

CANADA TUNGSTEN MINING CORPORATION LTD.

NOTES TO FINANCIAL STATEMENT

December 31, 1960

1. Investments consist of \$50,000 par value 3 $\frac{3}{4}$ % short term notes at cost plus accrued interest, having no quoted market value, redeemed at maturity February 13, 1961.
2. Development expenses include, as well as the cost of works of a temporary nature, works of a permanent nature toward which the Government of Canada will contribute an amount up to \$87,500 in accordance with an agreement dated 9th February 1961.
3. Since the incorporation of the company on July 13, 1959, 2,600,007 shares have been allotted and paid for as follows,-

	7 shares at \$1.00 each for cash.
1,000,000	" " 12 $\frac{1}{2}$ % each for mining property.
1,000,000	" " 12 $\frac{1}{2}$ % each for cash.
<u>600,000</u>	" " \$1.25 each for cash.

2,600,007 shares

4. An incentive option, exercisable on or before December 31, 1963, has been granted to an officer of the company to purchase 100,000 shares of the company at the price of \$1.10 per share in accordance with an agreement dated 19th December 1960.

CANADA TUNGSTEN MINING CORPORATION LTD.

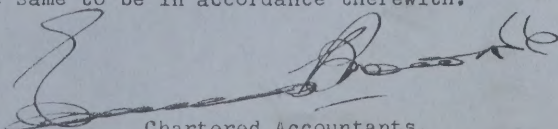
STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period from January 1 to February 28, 1961

Source of Funds:	
Balance of cash January 1, 1961	\$ 65,343.28
Realization from -	
Accounts receivable	\$ 4,300.00
Sale of investments	49,773.98
Income from investments	<u>226.02</u>
	54,300.00
	119,643.28
Application:	
Payment of trade accounts	2,367.02
Development and administrative expenditures - net	<u>21,154.72</u>
	23,521.74
Balance of cash February 28, 1961	\$ <u>96,121.54</u>

AUDITORS' REPORT

The foregoing statement of source and application of funds of Canada Tungsten Mining Corporation Ltd. for the period from January 1 to February 28, 1961 has been prepared from the books of the corporation at Head Office and from unaudited returns from the Mine Office and we certify the same to be in accordance therewith.



Chartered Accountants.

Toronto, Ontario,
March 21, 1961.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Name	Total Shareholdings
	Dome Mines Ltd., 36 Toronto St., Toronto, Ont.	382,236 (of which 123,843 shares are escrowed)
	Ventures Ltd., 25 King St. W., Toronto, Ont.	382,236 (of which 123,843 shares are escrowed)
	Leitch Gold Mines Ltd., Ste. 225, 12 Richmond St. E., Toronto, Ont.	290,496 (of which 123,843 shares are escrowed)
	Highland-Bell Ltd., Ste. 502, 1200 West Pender St., Vancouver, B.C.	290,496 (of which 123,843 shares are escrowed)
	Area Mines Ltd., Ste. 2310, 44 King St. W., Toronto, Ont.	268,709 (of which 114,555 shares are escrowed)
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	After consummation of the several transactions referred to in Schedule "A" hereto, Northwest Amax Limited, 25 Adelaide St. W., Toronto, Ventures Limited, 25 King Street W., Toronto and Dome Mines Limited, 36 Toronto St., Toronto, will together be in a position to materially affect control of the Company.	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	The Company's assets do not include investments in the shares or other securities of other Companies.	
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.	
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	See Schedule "Q" hereto on page 6.	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	This statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matters referred to in Item 1. above, which the Company understands to be classed as a "material change". There are no other relevant material facts. The shares of the Company are not in the course of primary distribution to the public.	
	This statement is not, and is not to be construed as a prospectus or representation by or on behalf of the Company or any signatory or person for the purpose of inducing any person to purchase shares of the Company.	

CERTIFICATE OF THE COMPANY

DATED March 20, 1961.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CANADA TUNGSTEN MINING CORPORATION LTD.

"K. J. Springer"

CORPORATE

SEAL

"F. E. Hall"

Secretary-Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a person residing beyond the undersigned state that they are purchasers but neither underwriters nor optionees.)

VENTURES LIMITED

DOME MINES LIMITED

NORTHWEST AMAX LIMITED

By [Signature]

By [Signature]

By [Signature]

And [Signature]

And [Signature]

And [Signature]